



Order Filed on September 3,
2019 by Clerk U.S. Bankruptcy
Court District of New Jersey

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-1

Virginia T. Shea, Esq.
Gary D. Bressler, Esq.
MCELROY, DEUTSCH, MULVANEY &
CARPENTER, LLP
1300 Mount Kemble Avenue
Morristown, NJ 07962
(973) 993-8100
Fax: (973) 425-0161
E-Mail: vshea@mdmc-law.com
Counsel for Creditor VFS US LLC

In re:

NEW ENGLAND MOTOR FREIGHT, INC.,
et al.,

Debtors.¹

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

CONSENT ORDER

This consent order (the “Consent Order”) is made by and among VFS US LLC (“VFS US”), a creditor of the above-captioned debtor-in-possession (collectively, the “Debtors”), and the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases (the “Committee” and, together,

**DATED: September 3,
2019**



Honorable John K. Sherwood
United States Bankruptcy Court

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

RECITALS

WHEREAS, on February 11, 2019 (the “Petition Date”), each of the above-captioned Debtors filed a voluntary petition for relief under chapter 11, title 11, United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”), thereby initiating the above-captioned chapter 11 cases (the “Chapter 11 Cases”). The Debtors, as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, are engaged in an orderly liquidation of their assets and wind-down of their businesses, toward the goal of preserving and maximizing the value of their assets for all creditors; and

WHEREAS, on or about February 25, 2019, the Office of the United States Trustee appointed the Committee; and

WHEREAS, on April 8, 2019, the Court entered the NEMF Auction Sale Order, which authorized the sale of Debtor New England Motor Freight’s (“NEMF”) “Equipment” (as defined in the NEMF Auction Sale Order) pursuant to an Engagement Agreement between the Debtors and Taylor and Martin, Inc. (“T&M”); and the Court having subsequently entered an Order in aid of the NEMF Auction Sale Order [Dkt. No. 629], which expanded the scope of the auctions by authorizing the sale of additional Equipment owned by Debtors other than NEMF; and

WHEREAS, from approximately late May 2019 through mid-July 2019, T&M sold the Equipment through auctions conducted at various locations (the “Auctions”); and

WHEREAS, a tractor owned by NEMF and financed by VFS US, identified on Schedule A to the Engagement Agreement at p.27 of 107 as a 2014 Mack Tractor, Model No. CXU613, VIN ending in 6568 (the “Collateral”), was not sold in the Auctions for various reasons including, upon information and belief, because unbeknownst to NEMF, the Mack Truck was

located at a dealership in Des Plaines, Illinois; and

WHEREAS, VFS US has a perfected security interest in the Collateral; and

WHEREAS, the Parties now desire for the Collateral to be released to VFS US and to be sold by VFS US through a private sale; and

WHEREAS, the Parties having engaged in settlement discussions and now desire to terminate the automatic stay as to the Collateral as provided in this Consent Order.

NOW, THEREFORE, the Parties agree as follows:

1. The foregoing recitals are incorporated herein by reference.
2. The automatic stay is hereby terminated as set forth herein pursuant to Section 362(d) of the Bankruptcy Code as to the Collateral.
3. VFS US shall be authorized to take immediate possession and control of the Collateral and liquidate the Collateral through commercially reasonable means and consistent with all applicable laws; however, the Debtors and the Committee waive notice of the sale, including the time and place of the sale. The Debtors are authorized to provide cooperation and assistance to VFS US as may be reasonably requested without cost to VFS US, unless specifically agreed to in writing between and/or among the Parties, including but not limited to the return of the original title to the Collateral, which is in the possession of T&M. After the Collateral has been sold, VFS US shall provide the Debtors and the Committee with a report of the sale result as soon as reasonably practicable. To the extent the sale conducted by VFS US result in net proceeds greater than VFS US's liens, all of the Debtors' and the Committee's rights with respect to those proceeds are hereby preserved.
4. This Consent Order may not be amended without the express written consent of all Parties hereto and entry by the Bankruptcy Court of an amended order approving same.

5. This Consent Order shall be binding upon the Parties hereto and upon all of their affiliates, assigns and successors, including without limitation any bankruptcy trustee that might be appointed in the future.

6. The Bankruptcy Court will retain jurisdiction over all matters related to this Consent Order.

IN WITNESS WHEREOF, the Parties hereto have executed this Consent Order as of the date and year first written below and each such Party consent to the form and manner of this Consent Order.

Dated: August 28, 2019

GIBBONS P.C.

By: /s/ Brett S. Theisen

Brett S. Theisen

One Gateway Center
Newark, NJ 07102-5310

Tel: (973) 596-4500

E-mail: btheisen@gibbonslaw.com

*Counsel to the Debtors
and Debtors-in-Possession*

**McELROY, DEUTSCH, MULVANEY &
CARPENTER, LLP**

/s/ Virginia T. Shea, Esquire

Virginia T. Shea, Esq.

Gary D. Bressler, Esq.

1300 Mount Kemble Avenue

Morristown, NJ 07962

(973) 993-8100

vshea@mdmc-law.com

gbressler@mdmc-law.com

Counsel to Creditor VFS US LLC

LOWENSTEIN SANDLER LLP

By: /s/ Joseph J. DiPasquale

Joseph J. DiPasquale

One Lowenstein Drive

Roseland, NJ 07068

Telephone: (973) 597-2500

E-mail: jdipasquale@lowenstein.com

-and-

ELLIOT GREENLEAF, P.C.

1105 Market Street, Suite 1700

Wilmington, DE 19801

Phone: (302) 384-9400

Counsel to the Official Committee of Unsecured Creditors

Imaged Certificate of Notice Page 5 of 5

United States Bankruptcy Court
District of New JerseyIn re:
New England Motor Freight, Inc.
DebtorCase No. 19-12809-JKS
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0312-2

User: admin
Form ID: pdf903Page 1 of 1
Total Noticed: 9

Date Rcvd: Sep 03, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 05, 2019.

db +New England Motor Freight, Inc., 1-71 North Ave E, Elizabeth, NJ 07201-2958
 aty #+Brent C. Strickland, Whiteford, Taylor & Preston L.L.P., 7501 Wisconsin Avenue, Suite 700W, Bethesda, MD 20814-6521
 aty +Deloitte Consulting LLP, 111 S Wacker Dr, Chicago, IL 60606-4396
 aty +Gibbons, P.C., One Gateway Center, Newark, NJ 07102-5321
 aty Howard A. Cohen, Gibbons P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801-1671
 aty Jeffrey L. Nagel, Gibbons P.C., One Pennsylvania Plaza, 37th Floor, New York, NY 10119-3701
 aty +Todd M. Brooks, Whiteford, Taylor & Preston L.L.P., 7 St. Paul Street, Suite 1500, Baltimore, MD 21202-1636
 aty +WASSERMAN, JURISTA & STOLZ, P.C., 110 Allen Road, Suite 304, Basking Ridge, NJ 07920-4500
 aty +Whiteford Taylor & Preston, Seven Saint paul St. Ste 1800, Baltimore, MD 21202-1639

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Sep 05, 2019

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 3, 2019 at the address(es) listed below:
NONE. TOTAL: 0